

**Hearing Date and Time: June 20, 2006 at 10:00 a.m. (E.S.T.)**  
**Objection Deadline: June 13, 2006 at 4:00 p.m. (E.S.T.)**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**NOTICE OF FILING OF FIRST INTERIM APPLICATION OF  
O'MELVENY & MYERS LLP FOR ORDER AUTHORIZING AND APPROVING  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

PLEASE TAKE NOTICE that on April 28, 2006, O'Melveny & Myers LLP filed the First Interim Application of O'Melveny & Myers LLP for Order Authorizing and Approving Compensation and Reimbursement of Expenses (the "First Interim Application") for the period from October 8, 2005 through January 31, 2006 ("the First Interim Period").

PLEASE TAKE FURTHER NOTICE that O'Melveny and Myers LLP is requesting compensation from the debtors and debtors-in-possession (the "Debtors") in the above-captioned case in the amount of \$1,322,746.50 for services rendered, and reimbursement of actual and necessary expenses in the amount of \$90,169.23 for the First Interim Period. The aggregate amount of fees and expenses requested for approval pursuant to the First Interim Application is \$1,412,915.73.

PLEASE TAKE FURTHER NOTICE that on June 20, 2006 at 10:00 a.m. (Prevailing Eastern Time) a hearing to consider the relief requested in the First Interim Application will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge for the Southern District of New York, Courtroom 610, United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that, that objections, if any, to the Application must: (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi

Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), and (vii) counsel to the Debtors, O'Melveny & Myers LLP, 1625 Eye Street, NW, Washington, DC 20006 (Att'n: Tom Jerman), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on June 13, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and in the Case Management Order, the Bankruptcy Court may enter an order granting the Motion without further notice.

DATED: Washington, D.C.  
April 28, 2006

ROBERT A. SIEGEL (RS 0922)  
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O'MELVENY & MYERS LLP

By /s/ Tom A. Jerman  
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Possession